

Smithwick & Prescott

E N T E R P R I S E S

Employee Manual
Code of Ethics and Conduct

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Smithwick & Prescott

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Introduction

All employees and officers of Smithwick & Prescott are responsible for conducting themselves in compliance with this Code of Ethics and Conduct, other Company policies, and applicable laws and regulations. In addition, all members of the Board of Directors of the Company are responsible for conducting themselves in compliance with applicable provisions of this Code and other Company policies, and applicable laws and regulations.

General Policy and Procedures

The name and good reputation of Smithwick & Prescott are the product of the conduct, dedication, integrity and competence of our employees. The Company expects all of its employees to share its commitment to high ethical, legal and moral standards and to avoid any activities that could involve the Company or its employees in any unethical, improper or unlawful act. Study of this Code will provide employees with a better understanding of the Company's expectations and of their respective obligations. Compliance with this Code is mandatory, and it is the duty of all employees to familiarize themselves with the Code as well as the legal standards and policies applicable to their assigned duties and to conduct themselves accordingly.

The Code is not intended, however, to be an exclusive set of guidelines or policies for governing the conduct of employees. Smithwick & Prescott has adopted and may amend or adopt other corporate policies, procedures, personnel manuals or employee handbooks. Additionally, no Code or set of policies can ever be totally comprehensive or serve as a substitute for the good judgment, common sense and proper, ethical and legal conduct expected of all employees.



Disciplinary Action

Any employee who fails to comply with the policies, standards and guidelines in this Code, or with the law and regulations applicable to the Company's businesses, is subject to disciplinary action. Disciplinary action may include immediate dismissal, or when appropriate - oral or written reprimand, probation or suspension.

Disciplinary action may be taken against any of the following persons:

- Any employee who violates this Code or applicable laws and regulations or who directs others to do so.
- Any employee who deliberately withholds relevant information, or knowingly provides false information, or otherwise impedes an investigation concerning a violation of this Code or applicable laws and regulations.
- The violator's manager, to the extent that circumstances of a violation reflect the manager's disregard for this Code or applicable laws and regulations.
- Any employee who retaliates, directly or indirectly, against another employee for reporting a suspected violation of this Code or applicable laws and regulations, or assisting an investigation of a suspected violation.

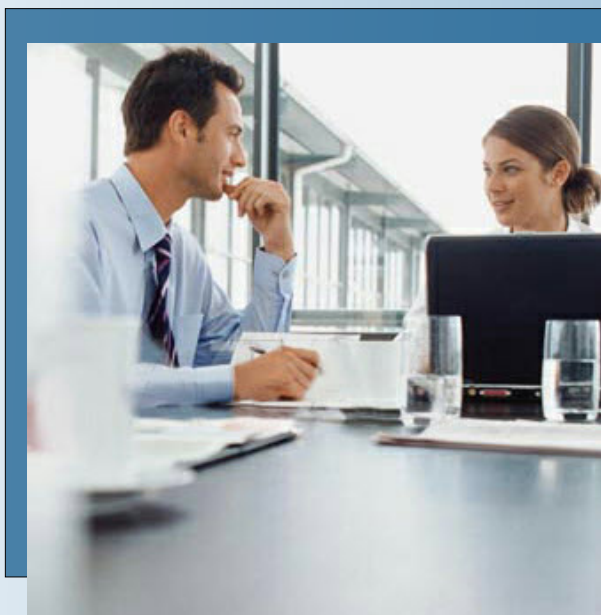


Equal Opportunity

Every employee of Smithwick & Prescott is expected to comply with the spirit and intent of our equal opportunity employment policy. Employees must comply with and practice all Company programs and benefits according to their terms, without unlawful discrimination and without exception.

Harassment

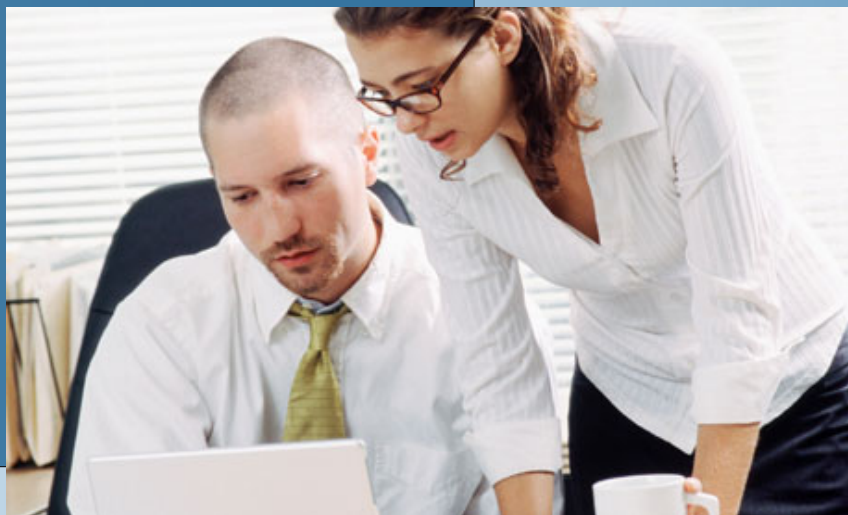
Smithwick & Prescott does not tolerate unlawful harassment of any of our employees, applicants, customers or business partners. Therefore, harassment against any employee based on a characteristic protected by applicable law is prohibited. This could include, but would not necessarily be limited to, harassment based on race, color, sex/gender, religion, age, national origin or disability.



Smithwick & Prescott is committed to providing a safe, efficient, and productive work environment for all employees. Using or being under the influence of drugs or alcohol on the job may pose serious safety and health risks. Smithwick & Prescott will not tolerate the use of illegal drugs (at any time) or the use of alcohol in the workplace or during working hours. To ensure that such an environment exists, the Company is implementing a drug-free workplace program, which prohibits possession or use of illegal drugs and alcohol in the workplace. Smithwick & Prescott will identify illegal drug and alcohol use through drug testing on a carefully controlled and monitored basis.

Testing and Terms

To help ensure a safe and healthful working environment, job applicants and employees of Smithwick & Prescott may be asked to provide a collection sample (such as urine and/or blood) to determine the illicit or illegal use of drugs and alcohol. Refusal to submit to drug testing may result in denial of employment for job applicants or disciplinary action, up to and including termination of employment. Smithwick & Prescott will provide supervisory training and employee education on illegal drugs and the impact on the work environment.

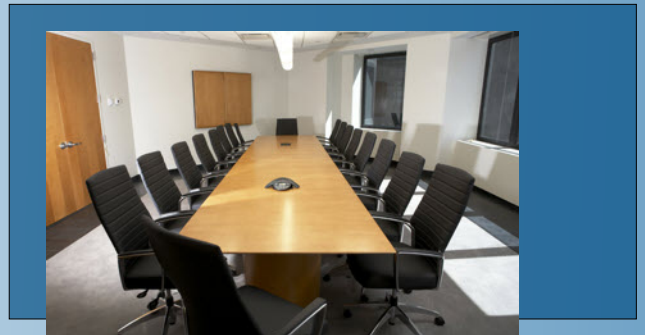


Drug and Alcohol Policy

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Smithwick & Prescott employees will be tested for the presence of:

- Marijuana.
- Cocaine.
- Opiates.
- Amphetamines.
- Phencyclidines (PCP).



**Employees being tested for reasonable suspicion of using one drug can be tested for additional illegal drugs in their system.*

While on Smithwick & Prescott premises and while conducting business-related activities off the Company's premises (including leased property and government vehicles), no employee may use, possess, distribute, sell, or be under the influence of alcohol or illegal drugs.

Violations of this policy may lead to disciplinary action, up to and including immediate termination of employment, and/or required participation in a substance abuse rehabilitation or treatment program. Such violations may also have legal consequences. Employees of Smithwick & Prescott with drug or alcohol problems that have not resulted in, and are not the immediate subject of, disciplinary action may request approval to take time off to participate in a rehabilitation or treatment program through their health insurance benefit coverage.

Annual and sick leave or leave without pay may be granted if:

- The employee agrees to abstain from use of the problem substance.
- The employee abides by all Smithwick & Prescott policies, rules, and prohibitions relating to conduct in the workplace.
- Granting the leave will not cause Smithwick & Prescott any undue hardship.

All employees are expected to comply fully with all federal and state laws and regulations applicable to the Smithwick & Prescott's businesses and with all applicable Company policies. Fraud, dishonesty or criminal conduct involving Company operations is prohibited.

Employees of Smithwick & Prescott occupy positions of trust and confidence. Every employee has a duty to serve the Company, in good faith, in a manner that he or she reasonably believes to be in the best interests of the Company and its stockholders.

Conduct prohibited by this statement includes:

- Theft of employee or Company property, telephone or mail resources.
- Falsification of records or reports, including unauthorized signing of another person's name, or any unauthorized alteration of a Company document.
- Violation of expense reimbursement policy, the drug and alcohol policy or weapons prohibition policy, and violence or threats of violence.



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Smithwick & Prescott depends on its reputation for quality, service and integrity. The way the Company deals with its customers and competitors molds our reputation, builds trust and ultimately determines our success.

Employees should endeavor to deal fairly with the Company's customers, competitors and their respective employees. Employees must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Smithwick & Prescott's businesses are subject to a wide range of federal and state laws, regulations and rules. In addition, the Company's products and services are primarily contractual promises that are subject to laws and regulations. Employees shall not knowingly violate any law or regulation, including unfair trade laws.

Key compliance guidelines that must be followed:

- Employees may not engage in conduct or practice that is intended to manipulate or take unfair advantage of a customer, provider or supplier, or misrepresent the Company or its products or services.
- Employees shall not misrepresent facts, contractual terms or Company policies to a customer, provider, supplier or regulator. If an employee does so inadvertently, he or she must correct the misrepresentation as soon as possible after consulting with a manager and Smithwick & Prescott's legal counsel.
- Employees may not agree with competing companies to engage in any of the following illegal practices: fix prices; allocate or divide markets or customers; boycott or refuse to deal with competitors, customers, goods or service providers.
- Employees may not discuss or exchange competitively sensitive confidential information with representatives of competing companies, except with the prior approval of Smithwick & Prescott's legal counsel.

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